

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF CONNECTICUT**

POPTECH, L.P., individually, and on behalf of a
class of others similarly situated,

Plaintiff,

v.

STEWARDSHIP CREDIT ARBITRAGE FUND,
LLC; STEWARDSHIP INVESTMENT
ADVISORS, LLC; ACORN CAPITAL GROUP,
LLC; MARLON QUAN; GUSTAV E. ESCHER,
III; PAUL SEIDENWAR; and ROBERT BUCCI,

Defendants.

Civil Action No. 3:10-cv-967 (SRU)

**NOTICE OF PENDENCY AND PROPOSED PARTIAL SETTLEMENT
OF CLASS ACTION**

IF YOU INVESTED OR OTHERWISE CONTRIBUTED TO THE STEWARDSHIP CREDIT ARBITRAGE FUND, LLC BETWEEN FEBRUARY 6, 2006 AND SEPTEMBER 25, 2008, INCLUSIVE (THE “CLASS”), YOU COULD GET A PAYMENT FROM A CLASS ACTION SETTLEMENT.

A federal court authorized this Notice. This is not a solicitation from a lawyer.

Settlement Fund: Certain Defendants have agreed to assign or transfer all assets available for collection, including approximately \$208,600.00 in cash and relinquishment of claims to the Stewardship Credit Arbitrage Fund, assignment of certain securities, other interests and unpaid notes. The total value of this partial settlement is estimated to be between \$208,600.00 and \$7,714,508.00. There may be additional settlements with other defendants as well in the future, about which you would also receive notice. If you are in the Class, your recovery will depend on the amount you invested or otherwise acquired in the Stewardship Fund and amount of any investment losses. Depending on the number of investors that participate in the Settlement, the amount of any recovery which you may be entitled to receive will vary before deduction of any taxes on the income thereof, notice and administration costs and the attorneys’ fees and expense award as determined by the Court. A Class Member’s actual recovery will be a proportion of the Net Settlement Fund determined by that claimant’s recognized claim as compared to the total recognized claims submitted. Depending on the number of claims submitted, the amount paid for membership interests, whether those interests were held at the end of the Class Period or sold, withdrawn or redeemed during the Class Period, and, if sold, withdrawn or

redeemed, when they were sold, withdrawn or redeemed and the amount received, an individual Class Member may receive more or less.

Reasons for Settlement: The settlement partially resolves a lawsuit by Lead Plaintiffs against Stewardship Credit Arbitrage Fund, LLC (“Fund”), Stewardship Investment Advisors, LLC (“SIA”), Acorn Capital Group, LLC (“Acorn”), Marlon Quan, Gustave E. Escher, III, Paul Seidenwar, and Robert Bucci (collectively, “Defendants”), alleging that, contrary to the Fund’s marketing materials and ongoing representations to existing and potential members, certain risk management safeguards were never put in place and certain due diligence was never performed and that Defendants were aware of or should have been aware that the safeguards and due diligence were never performed. As a result of the wrongdoing, Lead Plaintiffs allege, on behalf of themselves and the Class that, as a proximate result of the alleged wrongdoing, they suffered damages when their investments in the Fund were devalued after a Ponzi scheme operated by Thomas Petters and related entities was revealed. The Settling Defendants (Marlon Quan, Acorn Capital Group, LLC and Stewardship Investment Advisors, LLC) deny the allegations in the lawsuit. The Settlement provides a substantial recovery now based upon the limited assets available for collection from the Settling Defendants, and avoids the costs and risks associated with continued litigation, including the danger of no recovery for the Class.

If the Case Had Not Settled: Continuing with the case could have resulted in a loss at trial. The Parties do not agree on the amount of money that could have been obtained if the Class prevailed at trial. Lead Plaintiffs and the Settling Defendants disagree about: (1) the extent that various alleged conduct was materially false or misleading, if at all, and; (2) whether the misrepresentations and omissions alleged were material, false, misleading, or otherwise actionable under the federal securities laws.

Attorneys’ Fees and Expenses: Court-appointed Plaintiffs’ Lead Counsel have not received any payment for their work investigating the facts, conducting this Litigation and negotiating the settlement on behalf of the Class. Plaintiffs’ Lead Counsel will ask the Court for attorneys’ fees of 33% of the Settlement Fund and for reimbursement of certain out-of-pocket expenses, plus interest. Over the past several years, Plaintiffs’ Lead Counsel have expended considerable time and effort in the prosecution of the Litigation on a contingent fee basis and advanced the expenses of the Litigation in the expectation that, if they were successful in obtaining a recovery for the Class, they would be paid from such recovery. In this type of litigation it is customary for counsel to be awarded a percentage of the common fund recovery as their attorneys’ fees.

Court Hearing on Fairness of Settlement: June 24, 2014, at 10:00 a.m. The purpose of the hearing will be to determine: (1) whether the settlement is fair, reasonable and adequate to Members of the Class, (2) whether the proposed plan to distribute the Settlement proceeds is fair, reasonable and adequate, and (3) whether the application by Plaintiffs’ Lead Counsel and Lead Plaintiffs for an award of attorneys’ fees and expenses should be approved.

Contact the Parties Below to Obtain More Information About the Settlement:

Claims Administrator:
Stewardship Litigation
Claims Administrator
Strategic Claims Services
600 North Jackson Street, Suite 3
Media, PA 19063
Tel: 610-565-9202

Plaintiffs’ Lead Counsel:
James E. Miller
Karen M. Leser-Grenon
Shepherd, Finkelman, Miller & Shah, LLP
65 Main Street
Chester, CT 06412
Tel: 860-526-1100

- Your legal rights are affected whether you act or don't act. Read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:	
SUBMIT A CLAIM FORM:	The only way to get a payment from the Settlement. The deadline for submitting a claim is June 27, 2014
EXCLUDE YOURSELF:	Get no payment. This is the only option that allows you to participate in another lawsuit against the Defendant relating to the legal claims in this lawsuit. The deadline for requesting exclusion is June 4, 2014.
OBJECT:	You may write to the Court if you don't like this Settlement. The deadline for objection is June 4, 2014.
GO TO A HEARING:	You may ask to speak in Court about the fairness of the Settlement. However, if you are contesting the Settlement, you must first submit a written objection by June 4, 2014 before you may speak to the Court at the hearing.
DO NOTHING:	Get no payment.

- These rights and options are explained in this Notice.
- The Court in charge of this case must decide whether to approve the settlement.
- Payments will be made if the Court approves the Settlement and, if there are any appeals, after appeals are resolved. Please be patient.

BASIC INFORMATION

1. Why Did I Get This Notice Package?

You or someone in your family may have invested or otherwise contributed to the Fund between February 6, 2006 and September 25, 2008, inclusive.

You received this Notice because you have the right to know about the proposed settlement of a securities class action lawsuit, and about all of your options, before the Court decides whether to approve the Settlement. If the Court approves the Settlement and after any objections or appeals are resolved, the Claims Administrator appointed by the Court will make the payments that the Settlement allows.

This package explains the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the District of Connecticut, and the case is known as *Poptech, L.P. v. Stewardship Credit Arbitrage Fund, LLC, et al.*, Case No. 3:10-cv-967 (SRU). The Parties that sued are called the Lead Plaintiffs, and the entities and the individuals being sued, Stewardship Credit Arbitrage Fund, LLC, Stewardship Investment Advisors, LLC, Acorn Capital Group, LLC, Marlon Quan, Gustav E. Escher, III, Paul Seidenwar, and Robert Bucci, are called the Defendants.

2. What Is This Lawsuit About?

This case was brought as a securities class action alleging that, contrary to the Fund's marketing materials and representations, Defendants never put in place certain risk management safeguards and performed certain due diligence. As a result, Lead Plaintiffs and the Class lost significant sums of money when their investments were rendered essentially valueless because Defendants had invested a vast amount of the Fund's investments in entities operated by Thomas Petters, who was operating a Ponzi scheme. Lead Plaintiffs assert that these actions resulted in actionable damages for investments made between February 6, 2006 and September 25, 2008, inclusive.

3. Why Is This A Class Action?

In a class action, one or more people called class representatives sue on behalf of people who have similar claims. In this instance, the Court-appointed Lead Plaintiff Poptech, L.P. and Class Representative William A. Meyer, to represent the Class. One court resolves the issues for all Class Members, except for those who exclude themselves from the Class. The Honorable Stefan R. Underhill is the Judge in charge of this class action.

4. Why Is There A Settlement?

The Court did not decide in favor of Lead Plaintiffs or the Settling Defendants. Instead, both sides agreed to a Settlement. That way, they avoid the cost of a trial, and eligible Class Members who make a valid claim will get compensation. The Lead Plaintiffs and their attorneys think the settlement is a good result for all Class Members in light of the limited funds available for collection from the Settling Defendants. Defendants deny liability and deny that Lead Plaintiffs and Members of the Class suffered any damage. Further, assuming Lead Plaintiffs prevailed at trial, any favorable verdict would have likely been the subject of appeal and the Class recovery would have remained uncertain and further delayed. This case has not been settled as to all Defendants. If there are future settlements, you will receive additional notice and an opportunity to share in any recovery.

WHO IS IN THE SETTLEMENT

To see if you will get money from this settlement, you first have to determine if you are a Class Member.

5. How Do I Know If I Am Part Of The Settlement?

The Class includes all Persons who invested or otherwise contributed to the Stewardship Fund between February 6, 2006 and September 25, 2008, inclusive.

6. What Are The Exceptions To Being Included?

You are not a Class Member if you are one of the Defendants, their officers, subsidiaries and affiliates, any entities in which they have a controlling interest, the legal representatives, heirs, successors, predecessors in interest, affiliates or assigns of any of the Defendants, the members of each of the individual Defendants' immediate family, any individual or entity of which any of the Defendants are currently creditors, including, but not limited to Tim Ng, Arnold Ng, and DTMS, LLC, the Judge(s) to whom this case is assigned and those persons who submit a valid request to be excluded from the Class pursuant to question 13 below.

7. I'm Still Not Sure If I Am Included.

If you are still not sure whether you are included, you can ask for free help. You can call Strategic Claims Services at 866-274-4004 or 610-565-9202 for more information, or you can fill out and return the Proof of Claim form described in question 10 to see if you qualify.

THE SETTLEMENT BENEFITS - WHAT YOU GET

8. What Does The Settlement Provide?

The Settling Defendants have agreed to assign or transfer initially all assets available for collection, including approximately \$208,600.00 in cash and relinquishment of claims to the Fund, assignment of certain securities, other interests and unpaid notes to be divided among eligible Class Members who send in valid Proof of Claim and Release forms, after payment of Court-approved attorneys' fees and expenses, reimbursement of expenses of Lead Plaintiffs and the costs of claims administration, including the costs of printing and mailing this Notice (the "Net Settlement Fund").

9. How Much Will My Payment Be?

Your share of the Net Settlement Fund will depend on the number of valid Proof of Claim and Release forms that Class Members send in and the amount you invested or contributed to the Fund during the relevant period and when you invested and sold, withdrew, or redeemed your interests, as well as the total amount ultimately recovered from the transferred assets, securities and interests.

A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net trading loss (*i.e.*, after all profits from transactions in Stewardship investments during the Class Period are subtracted from all losses).

The payment you get will reflect your pro rata share of the Net Settlement Fund and will depend on the number of Class Members that participate in the settlement and when those interests were purchased or otherwise acquired and sold, withdrawn or redeemed. The number of claimants who send in Proof of Claim and Release forms varies widely from case to case. If fewer than anticipated Class Members send in a Proof of Claim and Release form, you will get more money.

HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM

10. Assuming the Settlement Is Approved, How Will I Get A Payment?

To qualify for payment, you must be an eligible Class Member and you must send in a Proof of Claim and Release form. A Proof of Claim and Release form is enclosed with this Notice. Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it in the postmarked no later than June 27, 2014.

11. Assuming The Settlement Is Approved, When Will I Get My Payment?

The Court will hold a hearing on June 24, 2014, at 10:00 a.m., to decide whether to approve the Settlement. If the Court approves the settlement, there may still be an appeal to a higher court by an objecting Person. It is always uncertain how these appeals are resolved, and resolving them can take time, perhaps several years. Please be patient.

12. What Am I Giving Up To Get A Payment Or Stay In The Class?

Unless you exclude yourself, you are staying in the Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Settling Defendants about the same legal issues that were or could have been raised in this case. It also means that all of the Court's orders will apply to you and legally bind you and you will release your claims in this case against the Settling Defendants. The terms of the release are included in the Proof of Claim and Release form that is enclosed.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you don't want a payment from this settlement, but you want to keep the right to sue or continue to sue the Settling Defendants on your own about the same legal issues that were or could have been raised in this case, then you must take steps to get out of the Class. This is called excluding yourself, or is sometimes referred to as "opting out" of the Class.

13. How Do I Get Out Of The Class?

To exclude yourself from the Class, you must send a letter by mail stating that you want to be excluded from the class in *Poptech, L.P. v. Stewardship Credit Arbitrage Fund, et al.*, Case No. 3:10-cv-967 (SRU). You must include your name, address, telephone number, your signature, and the amount of investments/contributions to the Fund between February 6, 2006 and September 25, 2008, the amount of your investments in the Fund that were sold, withdrawn or redeemed during this time period, if any, and for each purchase, acquisition or sale, the date of such purchase, acquisition or sale, and the amount you contributed. You must mail your exclusion request and have it postmarked no later than June 4, 2014 to:

Stewardship Litigation
Claims Administrator
c/o Strategic Claims Services
600 North Jackson Street, Suite 3
Media, PA 19063

You cannot exclude yourself by telephone or e-mail. If you ask to be excluded, you are not eligible to get any settlement payment, you cannot object to the settlement, and you will not be legally bound by anything that happens in this lawsuit.

14. If I Do Not Exclude Myself, Can I Sue The Settling Defendants For The Same Thing Later?

No. Unless you exclude yourself, you give up any right to sue the Settling Defendants for the legal issues that were or could have been raised in this Litigation. If you have a pending lawsuit against any of the Settling Defendants, speak to your lawyer in that case immediately. Remember, the exclusion deadline is June 4, 2014.

15. If I Exclude Myself, Can I Get Money From This Settlement?

No. If you exclude yourself, do not send in a Proof of Claim and Release form. But, you may sue, continue to sue, or be part of a different lawsuit against the Settling Defendants if you exclude yourself.

THE LAWYERS REPRESENTING YOU

16. Do I Have A Lawyer In This Case?

The Court appointed the law firm of Shepherd, Finkelman Miller & Shah, LLP to represent all Members of the Class.

This firm is called Plaintiffs' Lead Counsel. You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How Will The Lawyers Be Paid?

Plaintiffs' Lead Counsel will ask the Court for attorneys' fees of 33% of the Settlement Fund and for reimbursement of out-of-pocket expenses, which were advanced in connection with the Litigation, plus interest on such amounts. Such sums, as may be approved by the Court, will be paid from the Settlement Fund. Class Members are not personally liable for any such fees and expenses.

The attorneys' fees and expenses requested will be the only payment to Plaintiffs' Lead Counsel for their efforts in achieving this settlement and for their risk in undertaking this representation on a wholly contingent basis. To date, Plaintiffs' Lead Counsel have not been paid for their services rendered conducting this Litigation on behalf of the Lead Plaintiffs and the Class, nor for their substantial out-of-pocket expenses. The fee requested will compensate Plaintiffs' Lead Counsel for their work in achieving the settlement, and is within the range of fees awarded to class counsel under similar circumstances in other cases of this type. The Court may award less than this amount.

OBJECTION TO THE SETTLEMENT

You can tell the Court that you do not agree with the settlement or some part of it, with Plaintiffs' Lead Counsel's request for attorneys' fees and reimbursement of expenses, and/or with the Plan of Allocation (as defined in the Stipulation).

18. How Do I Tell The Court That I Don't Like The Settlement, The Fee And Expense Request And/Or The Plan Of Allocation?

If you are a Class Member, you can object to the Settlement if you do not like any part of it. You can give reasons why you think the Court should not approve it and the Court will consider your views. To make an objection, you must send a letter saying that you object to the Settlement, the request for attorneys' fees and expenses, and/or the Plan of Allocation in *Poptech, L.P. v. Stewardship Credit Arbitrage Fund, LLC, et al.*, Case No. 3:10-cv-967 (SRU), even if you intend to appear in person to object. Be sure to include your name, address, telephone number, your signature, and the reasons you object to the settlement, as well as the amount of your investment or contribution to the Fund and any amount sold, withdrawn or redeemed between February 6, 2006 and September 25, 2008, inclusive. Any objection to the Settlement must be mailed so that it is received by the following attorneys, and filed with the Clerk of Court by no later than June 4, 2014, at the following addresses:

Court:

CLERK OF THE COURT
UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT
915 Lafayette Boulevard
Bridgeport, CT 06604

Lead Counsel for Plaintiffs:

James E. Miller
Karen M. Leser-Grenon
Shepherd, Finkelman, Miller & Shah, LLP
65 Main Street
Chester, CT 06412
Tel: (860) 526-1100
Fax: (860) 526-1120

Counsel for the Defendants:

David S. Smith
Smith Campbell, LLP
100 Wall Street, 22nd Floor
New York, NY 10005
Telephone: (212) 344-1500
Facsimile: (212) 344-5585

Matthew M. Shatzkes
Garfunkel Wild, PC
111 Great Neck Road
6th Floor
Great Neck, NY 11021
Telephone: (516) 393-2523
Facsimile: (516) 918-5603

19. What's The Different Between Objecting And Excluding?

Objecting is simply telling the Court that you do not like something about the settlement. You can object *only if* you stay in the Class. Excluding yourself is telling the Court that you don't want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer affects you.

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may ask to speak, but you don't have to.

20. When And Where Will The Court Decide Whether To Approve The Settlement?

The Court will hold a Fairness Hearing at 10:00 a.m., on June 24, 2014, at the United States District Court for the District of Connecticut, 915 Lafayette Boulevard, Bridgeport, Connecticut 06604. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court will also consider how much to pay Plaintiffs' Lead Counsel. The Court may decide these issues at the hearing or take them under consideration. We do not know how long these decisions will take.

21. Do I Have To Come To The Hearing?

No. Plaintiffs' Lead Counsel will answer questions from the Court, but you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you delivered your written objection on time, as described in question 18 above, the Court will consider it. You may also pay your own lawyer to attend, but your lawyer's attendance is not necessary.

22. May I Speak At The Hearing?

You may ask the Court for permission to speak at the Settlement Hearing. To do so, you must send a letter stating that it is your intention to appear in *Poptech, LP v. Stewardship Credit Arbitrage Fund, LLC*, Case No. 3:10-cv-00967-SRU. Be sure to include your name, address, telephone number and your signature. You must include the amount that you invested or otherwise contributed and sold, withdrew or redeemed between February 6, 2006 and September 25, 2008, inclusive. Your notice of intention to appear must be mailed so that it is received no later than June 4, 2014, to the Clerk of the Court, Plaintiffs' Lead Counsel, and the Settling Defendants' Counsel, at the four addresses listed in question 18. And, if you are objecting to the settlement, you must also follow the procedures for submitting a letter providing the reasons for your objection to the Persons and by the date as explained in question 18. You cannot speak at the hearing if you exclude yourself from the Class.

IF YOU DO NOTHING

23. What Happens If I Do Nothing At All?

If you do nothing, you will get no money from this Settlement. But, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Settling Defendants about the same legal issues that were or could have been raised in this Litigation.

GETTING MORE INFORMATION

24. Are There More Details About The Settlement?

This Notice summarizes the proposed Settlement. More details are in the Settlement Agreement and Stipulation of Partial Settlement dated as of August 22, 2013 ("Stipulation"). You can get a copy of the Stipulation by writing to Stewardship Litigation, Claims Administrator, c/o Strategic Claims Services, 600 North Jackson Street, Suite 3, Media, Pennsylvania, 19063 or from the Clerk's office at

the United States District Court for the District of Connecticut, 915 Lafayette Boulevard, Bridgeport, Connecticut, 06604, during regular business hours or by visiting the following website: www.strategicclaims.net.

25. How Do I Get More Information?

You can call 866-274-4004 or fax 610-565-7985, or write to *Stewardship Litigation* Claims Administrator, c/o Strategic Claims Services at 600 North Jackson Street, Suite 3, Media, PA 19063, or send an email to info@strategicclaims.net, or visit the website at www.strategicclaims.net.

DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE

SPECIAL NOTICES TO NOMINEES

If you invested or otherwise contributed to the Stewardship Fund between September 6, 2006 and September 25, 2008, inclusive, as nominee for a beneficial owner, then, within ten (10) days after you receive this Notice, you must either: (1) send a copy of this notice by first class mail to all such owners; or (2) provide a list of the names and addresses of such persons to the Claims Administrator at the following address:

Stewardship Litigation
Claims Administrator
c/o Strategic Claims Services
600 North Jackson Street, Suite 3
Media, PA 19063

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice upon submission of appropriate documentation to the Claims Administrator.

DATED: FEBRUARY 27, 2014

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT